

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

DYNAMIC MACHINE WORKS INC., )  
Plaintiff )  
vs )  
MACHINE & ELECTRICAL )  
CONSULTANTS, INC. )  
Defendant )

Docket No. 04-10525-WGY

FILED  
CLERK'S OFFICE  
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U.S. DISTRICT COURT  
DISTRICT OF MASS.

ANSWER TO COUNTERCLAIM

NOW COMES Plaintiff Dynamic Machine Works Inc., (Dynamic), by and through its attorneys and answers the Counterclaim as follows:

1. Dynamic admits the allegations contained in Paragraph 1 of the Counterclaim.
2. Dynamic admits the allegations contained in Paragraph 2 of the Counterclaim.
3. Dynamic denies the allegations contained in Paragraph 3 of the Counterclaim. By way of further answer, Dynamic states the referenced Purchase Order was modified by agreement on or about January 3, 2003.
4. Dynamic admits the allegations contained in paragraph 4 of the Counterclaim.
5. Dynamic admits the allegations contained in paragraph 5 of the Counterclaim. By way of further answer, Dynamic states that it properly rejected and/or revoked acceptance of the equipment.
6. Dynamic denies the allegations contained in paragraph 6 of the counterclaim.
7. Dynamic denies the allegations contained in paragraph 7 of the counterclaim.

COUNT II

8. Dynamic repeats and incorporates by reference its answers to the allegations

contained in paragraphs 1-7 of the counterclaim.

9. Dynamic denies the allegations contained in paragraph 9 of the counterclaim.

10. Dynamic denies the allegations contained in paragraph 10 of the counterclaim.

FIRST AFFIRMATIVE DEFENSE

The Counterclaim fails to state a claim for which relief may be granted.

SECOND AFFIRMATIVE DEFENSE

The Counterclaim is barred for failure of consideration.

THIRD AFFIRMATIVE DEFENSE

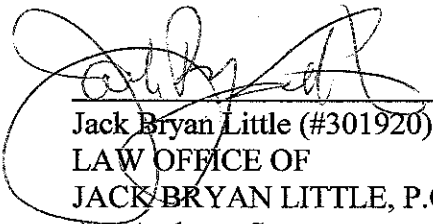
The Counterclaim is barred by estoppel.

FOURTH AFFIRMATIVE DEFENSE

The Counterclaim is barred by Dynamic's rejection/revocation of acceptance.

WHEREFORE Dynamic requests that defendant's counterclaim be dismissed and such other and further relief as justice may require.

Respectfully submitted,  
DYNAMIC MACHINE WORKS INC.  
By its Attorney,



Jack Bryan Little (#301920)  
LAW OFFICE OF  
JACK BRYAN LITTLE, P.C.  
401 Andover Street  
North Andover, MA 01845  
(978) 682-9985

Date:

4/7/04

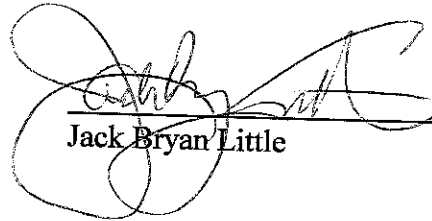
CERTIFICATE OF SERVICE

I, Jack Bryan Little, hereby certify that this day I have served a copy of the within Answer to Counterclaim by first class mail, postage prepaid to counsel for defendant as follows:

Jeffrey D. Clements  
Clements & Clements, LLP  
50 Federal Street  
Boston, MA 02111

Date:

4/7/04



Jack Bryan Little